

22581-^{BBB}
SEP 12 '11 -3 13 PM
SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

September 7, 2011

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 23, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.
7411 Fullerton Street
Suite 300
Jacksonville, FL 32256

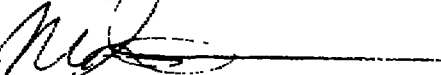
A description of the railroad equipment covered by the enclosed document is for thirty-eight (38) flat cars; having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(CSCD174)

SEP 12 '11 -3 13 PM

ASSGN. NO. CSCD174

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of August, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 167 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 23rd, 2011 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. DombrowskiName: K.A. DombrowskiTitle: DIRECTOR OF DOCUMENTATIONBy: John J. ThomasName: John J. ThomasTitle: PresidentExecuted on this 23rd day of August, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

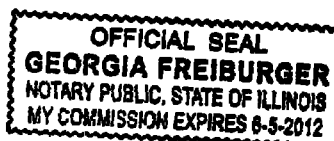
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of August, 2011.

My Commission Expires:

6-2012
(Notary Public)

Notary Public



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: _____

Name: JAMES SHEFELBINE

Title: VP - MARKETING

ATTEST:

By: David McCloud

Name: David McCloud

Title: Director Fleet Mgt.

Executed on this 18TH day of August, 2011.

[CORPORATE SEAL]

STATE OF FL Florida

COUNTY OF Duval

I, Bonnie D. Hatfield, a Notary Public of the County and State aforesaid, certify that James Shefelbine personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18th day of August, 2011.

Bonnie D. Hatfield
Notary Public

Commission Expires:

10/30/2011
(Notary Public)

BONNIE D. HATFIELD
Notary Public, State of Florida
My comm. expires Oct. 30, 2011
Comm No DD 730296

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: thirty-eight (38)

DESCRIPTION OF CARS: 61' bulkhead flat cars

CAR NUMBERS:

NOKL 725018	NOKL 725224
NOKL 725026	NOKL 725225
NOKL 725046	NOKL 725226
NOKL 725047	NOKL 725227
NOKL 725052	NOKL 725228
NOKL 725053	NOKL 725229
NOKL 725054	NOKL 725230
NOKL 725055	NOKL 725231
NOKL 725056	NOKL 725232
NOKL 725058	NOKL 725233
NOKL 725059	NOKL 725234
NOKL 725060	NOKL 725235
NOKL 725061	NOKL 725237
NOKL 725075	NOKL 725313
NOKL 725088	NOKL 725319
NOKL 725201	NOKL 725322
NOKL 725212	NOKL 725368
NOKL 725220	NOKL 725372
NOKL 725223	NOKL 725383